

Press Release – 8 May 2024

# Report from the Annual General Meeting in Karnov Group AB (publ)

Karnov Group AB (publ), reg. no. 559016-9016, held Wednesday 8 May 2024 annual general meeting (“AGM”).

## **Adoption of the income statements and balance sheets, appropriation of the result and discharge from liability**

The meeting adopted the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet in the annual report for the financial year 2023. The meeting also resolved to appropriate the company’s result in accordance with the Board of Directors’ proposal, meaning that the result for the year shall be carried forward and that no dividend shall be made for the financial year 2023. The meeting also discharged the members of the Board of Directors and the CEO from liability for the financial year 2023.

## **Resolution on the fees to be paid to the members of the Board of Directors and the auditor**

The meeting resolved, in accordance with the Nomination Committee’s proposal, that fees to the Board of Directors for the period until the end of the next AGM shall be SEK 1,050,000 for the chairperson of the Board of Directors and SEK 375,000 for each of the other AGM-elected non-executive directors. It was further resolved that SEK 200,000 shall be paid to the chairperson of the audit committee and SEK 75,000 for each of the other directors of the audit committee and that SEK 100,000 shall be paid for the chairperson of the capital allocation committee and SEK 50,000 for each of the other directors of the capital allocation committee, and that SEK 100,000 shall be paid for the chairperson of the remuneration committee and SEK 35,000 for each of the other directors of the remuneration committee.

The meeting also resolved that fees to the auditor shall be paid in accordance with approved invoice.

## **Election of members of the Board of Directors, chairperson of the Board of Directors and auditor**

The meeting resolved, in accordance with the Nomination Committee’s proposal, on re-election of existing Board members Magnus Mandersson, Ulf Bonnevier, Lone Møller Olsen, Salla Vainio, Loris Barisa, and Ted Keith. Magnus Mandersson was re-elected as chairperson of the Board of Directors. The meeting also resolved, in accordance with the Nomination Committee’s proposal and the audit committee’s recommendation, on re-election of Öhrlings PricewaterhouseCoopers AB as auditor for the period up to and including the end of the next AGM. Öhrlings PricewaterhouseCoopers AB has announced that Martin Johansson will serve as auditor in charge.

## **Remuneration report 2023**

The meeting resolved to approve the Board of Directors’ report over remuneration regarding 2023 according to Chapter 8, Section 53 a of the Swedish Companies Act.

## **Resolution on the establishment of a long-term incentive program (LTIP 2024)**

The meeting resolved, in accordance with the Board of Directors’ proposal, to establish a long-term incentive program (“LTIP 2024”) under which certain senior executives of the group may be granted 356,915 ordinary shares subject to the satisfaction of certain vesting requirements. For the purpose of ensuring delivery of shares and hedging social security costs under LTIP 2024 and previous incentive programs, it was further resolved on an authorisation for the Board of Directors to issue not more than 534,808 shares of series C related to a third party designated by the company, on an authorisation for the Board of Directors to acquire such own shares of series C and for the Board of Directors to transfer not more than 356,915 own ordinary shares to the participants in LTIP 2024.

## **Authorisation for the Board of Directors to resolve on new issues of shares**

The meeting resolved, in accordance with the Board of Directors’ proposal, on authorisation for the Board of Directors

to, within the limits of the Articles of Association, until the next AGM, on one or more occasions, resolve to issue new ordinary shares of series A to the extent that the company's share capital may be increased by an amount equal to not more than 10 percent of the registered share capital at the time of the 2024 AGM.

**Additional information from the annual general meeting**

Complete proposals regarding the resolutions by the AGM in accordance with the above are available on the company's website [www.karnovgroup.com](http://www.karnovgroup.com). Minutes from the AGM will be made available on the company's website [www.karnovgroup.com](http://www.karnovgroup.com) no later than two weeks after the AGM.

**For more information, please contact:**

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